

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Flight Centre Travel Group Limited ("FLT")

ACN/ARSN ACN 003 377 188

1. Details of substantial holder (1)

Name James Management Services Pty Ltd ("JMS")

ACN/ARSN (if applicable) ACN 003 050 244

There was a change in the interests of the substantial holder on 18 / 05 / 2023

The previous notice was given to the company on 06 / 02 / 2023

The previous notice was dated 06 / 02 / 2023

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares ("Shares")	42,857,824	20.16%	11,836,249	5.43%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure "A"	JMS	See Annexure "A"	See Annexure "A"	See Annexure "A"	See Annexure "A"
18/05/2023	JMS	JMS previously had a relevant interest in Shares held by Gehar Pty. Ltd. (ACN 006 166 472) ("Gehar") and Gainsdale Pty Ltd (ACN 008 971 499) ("Gainsdale") under section 608(1)(c) of the Corporations Act by virtue of certain pre-emptive rights under a deed of pre-emption dated 9 October 1995 (as amended by the deeds of variation disclosed to the ASX on 19 June 2018 and 15 May 2020) ("Deed of Pre-Emption"). On 18 May 2023, the Deed of Pre-Emption was terminated and, as a result, JMS ceased to	N/A	30,154,791 Shares	30,154,791

		have a relevant interest in Gehar's and Gainsdale's Shares.			
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
JMS	JMS	JMS	JMS has a relevant interest under section 608(1)(a) of the Corporations Act by virtue of being the registered holder of the relevant Shares.	11,836,249 Shares	11,836,249

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Gehar	5/56 Clarence St Sydney NSW 2000
JMS	5/56 Clarence St Sydney NSW 2000
Gainsdale	5/56 Clarence St Sydney NSW 2000

Signature

print name **William James** capacity **Director**

sign here  date **18/5/2023**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is the annexure marked 'A' of 2 pages (including this page) referred to in the Notice of Change of Interests of Substantial Holder.

Date:

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration (AUD)	Number of securities affected	Class	Person's votes affected
8/02/2023	JMS	On-market sale	\$461,275.00	25,000	ORD	25,000
14/02/2023	JMS	On-market sale	\$455,000.00	25,000	ORD	25,000
20/02/2023	JMS	On-market sale	\$463,325.00	25,000	ORD	25,000
20/02/2023	JMS	On-market sale	\$461,825.00	25,000	ORD	25,000
21/02/2023	JMS	On-market sale	\$459,000.00	25,000	ORD	25,000
21/02/2023	JMS	On-market sale	\$460,475.00	25,000	ORD	25,000
6/03/2023	JMS	On-market sale	\$465,050.00	25,000	ORD	25,000
6/03/2023	JMS	On-market sale	\$478,200.00	25,000	ORD	25,000
7/03/2023	JMS	On-market sale	\$487,050.00	25,000	ORD	25,000
8/03/2023	JMS	On-market sale	\$487,400.00	25,000	ORD	25,000
13/03/2023	JMS	On-market sale	\$463,500.00	25,000	ORD	25,000
15/03/2023	JMS	Increase in voting power following issue of new Shares to JMS pursuant to its participation in FLT's Share Purchase Plan as announced to the market on 31 January 2023	\$29,988.40	2,054	ORD	2,054
14/03/2023	JMS	On-market sale	\$365,000.00	25,000	ORD	25,000
31/03/2023	JMS	On-market sale	\$462,850.00	25,000	ORD	25,000
3/04/2023	JMS	On-market sale	\$469,475.00	25,000	ORD	25,000
18/04/2023	JMS	On-market sale	\$467,750.00	25,000	ORD	25,000
24/04/2023	JMS	On-market sale	\$476,725.00	25,000	ORD	25,000
28/04/2023	JMS	On-market sale	\$490,775.00	25,000	ORD	25,000
1/05/2023	JMS	On-market sale	\$20,200.00	1,000	ORD	1,000
1/05/2023	JMS	On-market sale	\$484,104.00	24,000	ORD	24,000
12/05/2023	JMS	On-market sale	\$42,865.48	2,000	ORD	2,000
12/05/2023	JMS	On-market sale	\$493,641.60	23,000	ORD	23,000